

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

Annual Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the Fiscal Year Ended  
December 31, 2002

Commission File  
No. 1-8019

**PROVIDENT FINANCIAL GROUP, INC.**

Incorporated Under  
the Laws of Ohio

IRS Employer I.D.  
No. 31-0982792

One East Fourth Street, Cincinnati, Ohio 45202  
Phone: 1-800-851-9521 or 513-345-7102

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:

Common Stock,  
Without Par

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and need not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes ☒ No ☐

As of February 28, 2003, there were 48,787,190 shares of the Registrant's Common Stock outstanding. The aggregate market value of the Common Stock held by non-affiliates at June 30, 2002, was approximately \$776,037,000 (based upon non-affiliated holdings of 26,751,000 shares and a market price of \$29.01 per share).

**Documents Incorporated by Reference:**

Proxy Statement for the 2002 Annual Meeting of Shareholders (portions which are incorporated by reference into Part III hereof).

Please address all correspondence to:

	2002				2001			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
High Close	\$28.05	\$29.51	\$31.35	\$29.97	\$26.29	\$35.09	\$33.37	\$37.38
Low Close	21.48	24.28	24.42	22.17	21.41	24.90	27.06	25.88
Period End Close	26.03	25.09	29.01	28.80	26.28	25.25	32.92	28.13
Cash Dividends	.24	.24	.24	.24	.24	.24	.24	.24

At March 31, 2003, there were 4,942 holders of record and an additional 11,413 non-registered or "street name" holders of Provident's Common Stock.

Provident paid dividends on its Common Stock of \$47.4 million and \$47.1 million during 2002 and 2001, respectively, and \$0.9 million on its Preferred Stock for both years. Provident's quarterly dividend rate per share was \$.24 for 2002 and 2001. It is expected that in the next several years, Provident's (Parent's) revenues will consist principally of dividends paid to it by its subsidiaries and interest generated from investing activities. A discussion of limitations and restrictions on the payment of dividends by subsidiaries to Provident is contained under ITEM 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity" and Note 26 included in "Notes to Consolidated Financial Statements."

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#### PROVIDENT FINANCIAL GROUP, INC. AND SUBSIDIARIES

#### ITEM 6. SELECTED FINANCIAL DATA

	For Year Ended December 31,				
(Dollars In Millions Except Per Share Amounts)	2002	2001	2000	1999	1998
<b>Earnings:</b>					
Total Interest Income	\$ 841	\$ 973	\$ 906	\$ 680	\$ 657
Total Interest Expense	(526)	(703)	(662)	(430)	(403)
Net Interest Income	315	270	244	250	254
Provision for Loan and Lease Losses	(99)	(216)	(133)	(46)	(29)
Noninterest Income	805	757	660	537	279
Noninterest Expense	(876)	(813)	(680)	(544)	(323)
Income (Loss) Before Income Taxes	145	(2)	91	197	181
Applicable Income Taxes	(50)	1	(34)	(70)	(63)
Net Income (Loss)	\$ 95	\$ (1)	\$ 57	\$ 127	\$ 118
<b>Per Common Share Data:</b>					
Basic Earnings (Loss)	\$ 1.94	\$ (0.04)	\$ 1.14	\$ 2.66	\$ 2.47
Diluted Earnings (Loss)	1.88	(0.04)	1.12	2.58	2.38
Dividends Paid	.96	.96	.96	.88	.80
Book Value	17.91	16.15	18.79	17.89	16.30

## **Exhibit F**

## Exhibit 6 – Regression Equation and Event Study Results for March 5, 2003

PFGI vs S&P Midcap Banks Index  
Control period: 2002

Regression Statistics	
Multiple R	0.74996
R Square	0.56244
Adjusted R Square	0.56069
Standard Error	0.01444
Observations	252

ANOVA					
	df	SS	MS	F	Significance F
Regression	1	0.06699	0.06699	321.34970	0.00000
Residual	250	0.05211	0.00021		
Total	251	0.11910			

Coefficients							
		Standard Error	t Stat	P-value	Lower 95%	Upper 95%	Upper 95.0%
Intercept	(0.00007)	0.00091	(0.08092)	0.93557	(0.00187)	0.00172	0.00172
X Variable 1	0.99827	0.05569	17.92623	0.00000	0.88859	1.10794	1.10794

Date	PFGI Price	S&P Index	PFGI Return	S&P Return	Pred. Return	Res. Return	T-stat
28-Feb-03	\$28.91	359.95	0.9%	0.4%	0.4%	0.6%	0.383
3-Mar-03	\$28.63	358.44	-1.0%	-0.4%	-0.4%	-0.5%	(0.376)
4-Mar-03	\$28.07	354.92	-2.0%	-1.0%	-1.0%	-1.0%	(0.671)
5-Mar-03	\$22.46	354.69	-20.0%	-0.1%	-0.1%	-19.9%	(13.793)
6-Mar-03	\$21.57	351.73	-4.0%	-0.8%	-0.8%	-3.1%	(2.162)
7-Mar-03	\$21.95	353.89	1.8%	0.6%	0.6%	1.2%	0.801
10-Mar-03	\$21.36	343.61	-2.7%	-2.9%	-2.9%	0.2%	0.152